

ASSIGNMENT OF AGREEMENT OF SALE

THIS ASSIGNMENT OF AGREEMENT OF SALE, made and entered into as of the 14
day of January, 2000, by BUFFALO PROPERTIES, INC., a Texas corporation
("Buffalo"), to MCI WORLDCOM NETWORK SERVICES, INC., a Delaware corporation
("Assignee");

WITNESSETH:

Recitals

A. Reference is made to that certain Agreement for Purchase of Real Property and Joint Escrow Instructions dated November 8, 1999 (as amended, the "Agreement"), between Boeing Realty Corporation, as Seller, and Buffalo, as Purchaser, relating to the sale and acquisition of certain unimproved real property located in Los Angeles, California.

B. Buffalo desires to assign the Agreement and all of its rights thereunder to Assignee, and Assignee desires to accept such assignment.

Agreement

NOW, THEREFORE, in consideration of the premises and the sum of \$10.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and confessed, Buffalo hereby ASSIGNS, TRANSFERS, SETS-OVER AND DELIVERS unto Assignee the Agreement and all of Buffalo's rights thereunder and the Escrow Deposit thereunder. Assignee hereby accepts such assignment and hereby assumes the payment and performance of all of Buffalo's obligations under the Agreement.

EXECUTED as of the day and year first above written.

BUFFALO PROPERTIES, INC., a Texas corporation

By: 

John T. Amend, President

MCI WORLDCOM NETWORK SERVICES, INC.,
a Delaware corporation

By: 

P. Brooks Warren, Vice President of Real
Estate and Facilities Management

CERTIFIED RESOLUTIONS

I, Charles T. Camada, hereby certify that I am the duly elected, qualified and acting Assistant Secretary of MCI WORLDCOM NETWORK SERVICES, INC., a Delaware corporation (the "Company"), and that on the 1st day of December, 1999, the following resolutions were duly adopted by the Board of Directors of the Company and are now in full force and effect and have not been altered, amended or repealed:

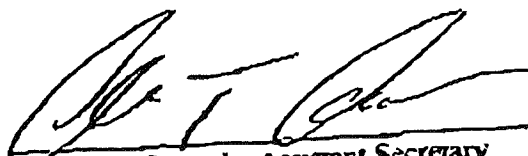
WHEREAS, at the request of the Company, in connection with its development of Internet switching centers, Buffalo Properties, Inc., a Texas corporation ("Buffalo"), has entered into multiple contracts of sale (the "Contracts") whereby it has contracted to purchase various parcels of real estate in cities throughout the United States; and

WHEREAS, the Board of Directors has determined that it is in the best interests of the Company that the Company accept an assignment of the Contracts from Buffalo and assume the performance of all of the obligations of Buffalo under the Contracts.

NOW, THEREFORE, BE IT RESOLVED, that the Company is hereby authorized and directed to accept an assignment from Buffalo of the Contracts and to assume and perform the obligations of Buffalo under the Contracts

FURTHER RESOLVED, that the officers of the Company including, without limitation, P. Brooks Warren, Vice President of Real Estate and Facilities Management, be, and each of them hereby is, authorized to take any of the following actions on behalf of the Company and any such actions heretofore taken by any of them are hereby ratified and affirmed in all respects: (i) negotiate, execute, deliver and/or file such assignments, assumption agreements and other agreements, documents and instruments as may be required or as such officers deem appropriate or advisable in order for the Company to accept an assignment of the Contracts and assume the obligations of Buffalo thereunder and to acquire the real property covered by the Contracts, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such officers to constitute evidence of such approval, and (ii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the foregoing resolutions and the consummation of the transactions contemplated thereby

Certified by the Assistant Secretary of MCI WORLDCOM NETWORK SERVICES, INC. as of this 1st day of December, 1999.


Charles T. Camada, Assistant Secretary